

**BYLAWS OF  
EL DORADO BAND BOOSTERS, INC.**

**ARTICLE I. OFFICES**

**Section 1.01 Principal Office.** The principal office of the Corporation for its transaction of business is located at 1651 N. Valencia Avenue, Placentia, California 92870 in County of Orange.

**Section 1.02 Change of Address.** The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the County of Orange, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

**ARTICLE II. MEMBERS**

**Section 2.01 Classification of Members.** The Corporation shall have two classes of members: full members and associate members. The full members will have equal voting and other rights. The associate members will have no voting rights. No person shall hold more than one membership in the corporation.

**Section 2.03 Qualification of Members.** Any person, eligible for membership under Section 2.02 of these Bylaws is qualified for membership only after such person has satisfied the following qualification requirements:

(A) Full members must have an El Dorado High School student enrolled or preregistered in either the instrumental or attached unit programs, each member must also meet a second qualification. He or she must:

- (1) qualify as one of the heads of households where the student normally resides, or;
- (2) qualify as the parent, stepparent, grandparent, or legal guardian of the student.

(B) Associate membership is open to any adult person interested in furthering the goals of the El Dorado instrumental music program and attached units.

**Section 2.04 Admission to Membership.** Any person, eligible for membership under Section 2.02 of these Bylaws and qualified for membership under Section 2.03 of these Bylaws, shall be admitted to membership only on the submission of the El Dorado Band & Color Guard annual program student enrollment packet by such person in such form and in such manner as shall be prescribed by the Board of Directors.

(A) Term of membership shall begin upon payment of any dues, if assessed, and shall end on the last day of the school year.

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(B) Membership may be renewed for each succeeding year so long as all qualification requirements are met.

**Section 2.05 Application Fee.** There shall be no fee for application for membership in the Corporation.

**Section 2.06 Dues.** There shall be no annual dues payable by members unless determined by resolution of the Board of Directors, but in no event shall the annual dues exceed the amount of \$5.00. Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors. A member on learning of the amount of dues determined by the Board of Directors, may avoid liability for dues by promptly resigning from membership, except where the member is, by contract or otherwise, liable for the dues.

**Section 2.07 Fair Share/Fundraising.** Whereas the El Dorado Band Boosters (EDBB) is the primary source of funding for the activities of the El Dorado Band & Color Guard (EDBCG), the collection of Fair Share donations is necessary to ensure the continued operation of the EDBCG program. These Fair Share donations are essential to cover expenses for uniforms, costumes, props, performance floors, musical equipment, travel to and from events, and other related operating costs. Fundraising events are scheduled throughout the year in an effort to keep the need for individual donations as low as feasible. Finally, the EDBB may be required to add fundraising events mid-year to meet budgetary needs created when EDBCG families have not provided donations adequate to cover expenses.

**Section 2.08 Assessments.** Memberships shall be non-assessable.

**Section 2.09 Number of Members.** There shall be no limit on the number of members the Corporation may admit.

**Section 2.10 Transferability of Membership.** Neither membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

**Section 2.11 Attendance Rosters.** The Corporation shall keep in written form or in any form capable of being converted into written form, attendance rosters for every meeting of the Corporation (Booster) membership containing the name of each member in attendance. Such rosters shall be kept by the Secretary of the Corporation and shall be subject to the rights of inspection required by law and set forth in Section 2.11(a) et. seq. of these Bylaws.

**Section 2.12 Inspection Rights of Members.** Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 6331 of the Corporations Code and the power of the court to limit inspection rights pursuant to Section 6332 of the Corporations Code, and unless the Corporation provides a reasonable alternative as permitted by Section 2.11(C) of these Bylaws, a

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member satisfying the qualifications set forth hereinafter has the right to inspect certain records of the Corporation.

(A) A qualifying member may do either or both of the following:

- (1) Inspect and copy the attendance rosters, at reasonable times, on five (5) business days prior written demand on the Corporation, which demand shall state a reasonable purpose for which the inspection rights are requested; or
- (2) Obtain from the Treasurer of the Corporation, on written demand and tender of a reasonable purpose, a copy of the Corporation's financial records limited to Budget Reports, Treasurer's monthly reports, disbursement detail and bank statements, as of the most recent record date for which the records or reports have been compiled, or as of the date of the demand. In no circumstances may a member request or have access to personal information related to other member's student accounts, balances or payments. The financial records shall be available on or before the later of ten (10) business days after the demand is received or, after the date specified therein as the date of which the records are to be compiled.

(B) Members Permitted to Exercise Rights of Inspection. The rights of inspection set forth in Section 2.11(A) of these Bylaws may be exercised by the following:

- (1) Any member, for purpose reasonably related to such person's interest as a member; and
- (2) The authorized number of members for a purpose reasonably related to the members' interest as members.

(C) Alternate Method of Achieving Purpose. The Corporation may, within ten (10) business days after receiving a demand pursuant to Section 2.11(A) of these Bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the attendance rosters and/or financial records. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 2.11(A) of these Bylaws shall be deemed reasonable; unless within a reasonable time after acceptance of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 2.11(A) of these Bylaws.

**Section 2.12 Non-liability of Members.** A member of the Corporation shall not solely, because of such membership, be personally liable for the debts, obligations, or liabilities of the Corporation.

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**Section 2.13 Termination of Membership.**

(A) The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of a member;
- (2) Where a membership is issued for a period of time, the expiration of such periods of time (i.e., as per the term stated Section 2.04(A));
- (3) The death of a member.

**Section 2.14 Effect of Termination.** All rights of a member in the Corporation and its property shall cease on the termination of such member's membership. Termination shall not relieve the member of any obligations for charges incurred, services or benefits actually rendered, dues, or fees arising from a contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

**ARTICLE III. MEETINGS OF MEMBERS**

**Section 3.01 Place.** All meetings of the Members shall be held at the principal office of the Corporation or at such location within the State of California as may be designated from time to time by resolution of the Board of Directors.

**Section 3.02 Regular Meetings.** Regular meetings of the members shall be held once each month during the school year, with the first meeting to be held in August, excepting that the regular monthly meeting shall not be held in the month of January, unless otherwise determined by the Board of Directors.

**Section 3.03 Special Meetings.** Special meetings of the Members shall be called by the President of the Board of Directors of the Corporation and held at such place within the State of California as is fixed in Section 3.01 of these Bylaws or at such time and place within the State of California as may be ordered by resolution of the Board of Directors. Five (5) percent or more of the members of the Corporation may call special meetings for any lawful purpose.

**Section 3.04 Notice of Meetings.** Notice of every regular meeting of members shall be either personally delivered or provided by electronic means (e.g. via email and/or posted on the EDHS Band Boosters website) twenty-four (24) hours before the day and time of the meeting, according to the schedule of regular meetings communicated to the members at the beginning of each term via the same means. Notice of special meetings must be either personally delivered or provided by electronic means ten (10) days before the day of the special meeting.

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**Section 3.05 Contents of Notice.** The notice shall state the place, date, and time of the meeting. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members.

**Section 3.06 Waivers, Consents, and Approvals.** The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy. Any such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting.

**Section 3.07 Quorum.** A quorum at any meeting of members shall consist of all members present who have voting power, represented in person (or by proxy), provided that notice of the meeting has been provided as per Section 3.04. For purposes of this Bylaw, "voting power" means the power to vote for the election of Directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

**Section 3.08 Loss of Quorum.** The members present in person or by proxy at a duly called or held meetings, i.e., the quorum, may continue to transact business until adjournment notwithstanding the withdrawal of one-third (1/3) or more of the original quorum, if such action taken, other than adjournment, is approved by at least a majority of members constituting the quorum.

**Section 3.09 Adjournment for Lack of Quorum.** In the absence of a significant number of members to represent a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted except as provided in Section 3.08 of these Bylaws.

**Section 3.10 Voting of Membership.**

(A) One Vote Per Member. Each full member is entitled to one vote on each matter submitted to a vote of the members.

(B) Record Date of Membership. The record date for the purpose of determining the members entitled to notice of any meeting of members is 15 days before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote any meeting of members is 15 days before the date of the meeting of members. (The record date for the purpose of determining the members entitled to exercise any rights in respect to any other lawful action is 15 days prior.)

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- (C) Cumulative Voting. Cumulative voting shall not be authorized for the election of Directors or for any other purpose.
- (D) Proxy Voting. Members entitled to vote shall be permitted to vote or act by proxy, but only for the election of Directors. Proxies shall be delivered in writing (paper or email form) to the President or Vice-President. (Any amendment of this provision creating or expanding proxy rights shall be adopted with approval by the members. For purposes of this provision of these Bylaws, “approval by the members” shall assume the same definition set forth in Section 5034 of the Corporations Code.)

**Section 3.11 Action Without Meeting by Written Ballot.**

- (A) Ballot Requirements. Subject to the limitations specified in Section 3.11(B) of these Bylaws (and contained in the Articles of the Corporation), any action which may be taken at any regular or special meeting of members may be taken without a meeting. If an action is taken without a meeting, the Corporation shall distribute a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- (B) Limitations Pertaining to Election of Directors. Directors may be elected by written ballot (as authorized in the Articles of the Corporation).
- (C) Voting by Written Ballot. In any election of Directors, any form of written ballot in which the Directors to be voted on are named therein as candidates and which is marked by a member “withhold” or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.
- (D) Revocation of Ballot. Unless otherwise provided in the Articles of Incorporation of the Corporation or these Bylaws, a written ballot may not be revoked.

**Section 3.12 Conduct of Meetings.**

- (A) Chairman. The President of the Corporation or, in his or her absence, any other person chosen by a majority of the voting members present in person or by proxy shall be Chairman of and shall preside over the meetings of the members.

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(B) Secretary of Meetings. The Secretary of the Corporation shall act as the Secretary of all meetings of members; provided that in his or her absence, the Chairman of the meetings of members shall appoint another person to act as secretary of the meetings.

(C) Rules of Order. Robert's Rules of Order, as amended from time to time, shall govern the meetings of members insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation or the law.

**Section 3.13 Inspectors of Election.**

(A) Appointment. In advance of any meeting of the members or any action by written ballot, the Board may appoint any persons, other than candidates for office, as inspectors of election. If inspectors of election are not so appointed for any meeting, or if any person so appointed fails to appear or refuses to act, the Chairman of the meeting may, and on request of any member or member's proxy must, appoint inspectors of election at the meeting. If inspectors of election are not so appointed for any action by written ballot, or if any person so appointed refuses to act, the President of the Corporation must appoint inspectors of election for that written ballot upon request of any member or member's proxy. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy shall determine whether one (1) or three (3) inspectors are to be appointed.

(B) Duties. The inspectors of election shall perform the following duties:

1. Determine the number of voting memberships outstanding, the voting power of each, and when applicable the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;
2. Receive votes, (ballots or consents);
3. Hear and determine all challenges and questions in any way arising in connection with the right to vote;
4. Count and tabulate all votes and consents;
5. Determine when the polls shall close;
6. Determine the result; and

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7. Perform any other acts that may be proper to conduct the election or vote with fairness to all members.

The Inspectors shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

- (C) Vote of Inspectors. If there are three (3) inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act or certificate of all.
- (D) Report and Certificate. On request of the Chairman or any member (or member's proxy), the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors shall be prima facie evidence of the facts stated therein.

**ARTICLE IV. DIRECTORS**

**Section 4.01 Number.** The Corporation shall not have less than five (5) voting nor more than fifteen (15) voting Directors. The initial number of Directors shall be five (5) and this number may be changed from time to time, within the limits specified in this Bylaw, by an amendment to this Bylaw duly adopted by approval of the Board of Directors, as that term is defined in Section 5032 of the Corporations Code.

**Section 4.02 Qualifications.** The Directors of the Corporation shall be residents of the state of California. With the exception of the initial Directors, the Directors shall also be members of the Corporation.

- (A) Whereas the goal of the EDBB board is to establish and execute policy to ensure continued operation of the EDBCG, it follows that board eligibility should be tied to fiscal responsibility. EDBB Board members, and those who may be considered for nomination to the board, shall be held to a minimum standard of support whereby they will fulfill their financial duty with respect to all applicable Fair Share donations and other costs related to their student's participation in all aspects of the EDBCG program. Furthermore, each Board member's family (either the Board member, or their student(s), or both) shall support and participate in all fundraisers supporting the general fund that track individual participation. Fair Share donations shall be made by the published due dates or paid in regular and timely installments under a special Agreement with the Treasurer.

**Section 4.03 Term of Office.** Each Director shall hold office for two (2) years, beginning July 1 and ending on June 30 of the second year, and until such Director's successor is elected and qualifies under Section 4.02 of these Bylaws. In the event a Director is removed at a special

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meeting of members called and held as prescribed in Section 3.03 of these Bylaws, such Director shall hold office until his or her removal and his or her successor is elected and qualifies.

**Section 4.04 Nomination.** Any person qualified to be a Director under Section 4.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law. A member in good standing may be nominated for a position as Director/Officer by petition of five members in good standing. The date for close of nominations for the Board shall be twenty (20) days before the Directors are to be elected. A nomination for the Board may not be made after the date set for close of nomination.

**Section 4.05 Election.** The Directors shall be elected during the month of April meeting as prescribed in Section 4.03 of these Bylaws or by written ballot as authorized by section 4.11 of these Bylaws. The Candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Reelection will be based on the candidates continued qualifications as required by Section 2.03 of these Bylaws. If one candidate per office is nominated, officers shall be voted as slate.

**Section 4.06 Compensation.** The Director shall serve without compensation.

**Section 4.07 Meetings.**

- (A) Call of Meetings. Meetings of the Board may be called by the Chairman of the Board or the President or any Vice-President or the Secretary or any two (2) Directors.
- (B) Place of Meetings. All meetings of the Board shall be held at the principal office of the Corporation as specified in Section 3.01 of these Bylaws or as changed from time to time as provided in Section 1.02 of these Bylaws.
- (C) Date and Time of Meetings. Regular meetings of the Board shall be held the second Tuesday of the month beginning August and ending in May with exception of January.
- (D) Special Meetings. Special meetings of the Board may be called by the Chairman of the Board or the President or any Vice-President or the Secretary or any two (2) Directors. Special meetings shall be held on four (4) days notice by first-class mail, postage prepaid, or on forty-eight (48) hours notice delivered personally or by telephone, facsimile, or e-mail. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

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- (E) Quorum. A majority of the authorized number of Directors constitutes a quorum of the Board of Directors for the transaction of business, except as hereinafter provided.
- (F) Transactions of Board. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, the Articles, or these Bylaws.
- (G) Conduct of Meetings. The Chairman of the Board or, in his or her absence, any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting. All board meetings will be closed.
- (H) Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

**Section 4.08 Action Without Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if the majority of the Board of Directors individually or collectively consent to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the majority vote of such Directors.

**Section 4.09 Removal of Directors.**

- (A) Removal for Cause. The Board of Directors may declare vacant the office of a Director on the occurrence of any of the following events:
1. The Director has been declared of unsound mind by a final order of court; or
  2. The Director has been convicted of a felony.

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(B) **Removal Without Cause.** Except as provided in the Articles, any Director may be removed without cause if such removal is approved by the Board of Directors within the meaning of Section 5032 of the Corporations Code.

**Section 4.10 Resignation of Director.** Any Director may resign effective on giving written notice to the Chairman of the Board of Directors, the President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Director shall not resign where the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

**Section 4.11 Vacancies in the Board.**

(A) Causes. Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full member of Directors authorized.

(B) Filling Vacancies. Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 4.09 of these Bylaws, vacancies on the Board of Directors may be filled by the approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by:

1. the unanimous written consent of the Directors then in office;
2. the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 4.07(D) of these Bylaws; or
3. the sole remaining Director.

**ARTICLE V. OFFICERS**

**Section 5.01 Number and Titles.** The officers of the Corporation shall be the members of the Board of Directors consisting of the following offices: a Chairman of the Board/President, Executive Vice-President, Vice-President Ways and Means, Secretary, Treasurer and Financial Secretary. The President is the general manager and chief executive officer of the Corporation. Each of the offices must be held by a different person.

(A) The Board of Directors may appoint general members to other positions with such titles and duties as shall be determined by the Board which may be necessary for efficient operation.

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**Section 5.02 Appointment and Resignation.** Each of the Directors shall be designated as a particular officer at the time of election. A Director may only hold a particular office for two (2) successive years. Any vacancy of officers/Directors may be filled by appointment by a majority vote of the remaining members of the Board of Directors. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is party.

**Section 5.03 Duties of Officers.**

- (A) Chairman of the Board/President. The President shall be the general manager and chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have supervision, direction, and control of the business and affairs of the Corporation. Such officer shall preside at all meetings of the Board of Directors. Such officer shall perform all duties incident to the office of President and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President is hereby authorized to exercise any right to vote or execute a proxy to vote shares of stock of, any bonds, debentures, or other evidences of indebtedness of, any other corporation or corporations owned or possessed by the Corporation.
  
- (B) Vice President. In the absence of the President, or in the event of his (or her) inability or refusal to act, the Vice-President shall perform all the duties of President, and when so acting shall have all of the powers of, and be subject to all the restrictions on President. The Vice-President shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.
  
- (C) Vice President Ways and Means. The Vice President of Ways and Means shall direct the fund-raising efforts of the Corporation.
  
- (D) Secretary. The Secretary shall keep or cause to be kept at the principal office of the Corporation, or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors.
  
- (E) Treasurer. The Treasurer of the Corporation shall keep and maintain in written form (or in any other form capable of being converted into written form) adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books and records of account shall at all times be open to inspection by

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any Director of the Corporation. The Treasurer shall disburse the funds of the Corporation as ordered by the Board of Directors, and shall render to the President or Chairman of the Board and the Directors, on request, an account of all such officer's transactions as Treasurer, and of the financial condition of the Corporation. The Treasurer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or these Bylaws.

(F) Financial Secretary. The Financial Secretary shall deposit all money and other valuables in the name of and to the credit of the Corporation with such depositories as may be designated by the Board of Directors.

**Section 5.04 Indemnification of Officers and Directors.** The Corporation is authorized to indemnify the Directors and officers of the Corporation to the fullest extent permissible under California law.

**ARTICLE VI. AMENDMENT**

**Section 6.01 Power of Amendment.** Powers of amendment to these Bylaws shall be vested in the general membership.

**Section 6.02 Amendment Proposal.** A proposed amendment of these Bylaws may be brought before the general membership by:

(A) Majority vote of the Board of Directors or;

(B) Petition signed by 20% of the full members.

**Section 6.03 Notice of Vote on Proposed Amendment.**

(A) Notice of an amendment vote may be accomplished by presentation of the proposed amendment to the general membership at a special meeting at least ten (10) days prior to any vote of the general membership on the proposed amendment or;

(B) Inclusion of the proposed amendment on the notice of special meeting as specified in Article III, Section 3.04 of these Bylaws.

**Section 6.04 Vote on Proposed Amendment.** Approval of the proposed amendment shall be by majority vote of the quorum present at the special meeting of the membership designated by the notice in Section 6.03.

**ARTICLE VII. CORPORATE RECORDS,**

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**REPORTS, AND SEAL**

**Section 7.01 Keeping Records.** The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation shall also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

**Section 7.02 Annual Report.** The Board of Directors shall cause an annual report to be sent to the officers not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The report shall contain all the information required by Section 6321(a) of the Corporations Code and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The annual report shall be furnished to all Directors.

**Section 7.03 Annual Statement of Certain Transactions and Indemnifications.** The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in Section 6322(d) and (e) of the Corporations Code, if such transaction or indemnification took place.

**Section 7.04 Corporate Seal.** The Board of Directors shall adopt a corporate seal. The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

**CERTIFICATE OF SECRETARY  
OF  
EL DORADO BAND BOOSTERS, INC.  
a California Nonprofit Corporation**

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, comprising of 13 pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors thereof held on August \_\_\_\_, 2017.

Dated: August \_\_\_\_, 2017

\_\_\_\_\_

Secretary

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(Rev.7/6/17 BK, GC,WL)